

Resolution 04-07

MUNICIPAL LEASE RESOLUTION

A RESOLUTION OF THE TOWN OF NOLENSVILLE, TENNESSEE, AUTHORIZING THE EXECUTION AND DELIVERY OF A MUNICIPAL LEASE AGREEMENT WITH FARMERS AND MERCHANTS NATIONAL BANK (BANK) AND OTHER DOCUMENTS AND AGREEMENTS IN CONNECTION THEREWITH.

WHEREAS, the TOWN OF NOLENSVILLE, TENNESSEE (hereinafter referred to as the "Issuer") is the governing body of and possesses the general legislative power of the TOWN OF NOLENSVILLE, TENNESSEE; and

WHEREAS, the Issuer has heretofore determined that financing for the acquisition and leasing of certain equipment pursuant to the Municipal Lease Agreement (as defined herein) is for the benefit of the inhabitants of the TOWN OF NOLENSVILLE, TENNESSEE, and the promotion of their welfare and prosperity; and

WHEREAS, the Lessee (as defined herein) desires to acquire the following described property pursuant to the Municipal Lease Agreement; and

WHEREAS, the following documents or instruments have been presented to the Issuer at its meeting:

- (a) Municipal Lease Agreement
- (b) Schedule to Municipal Lease Agreement
- (c) Essential Use Letter
- (d) Certificate of Appropriation
- (e) Incumbency Certificate
- (f) UCC-1
- (g) Bill of Sale (Exhibit A to Municipal Lease)
- (h) Opinion of Counsel

NOW, THEREFORE, BE IT RESOLVED by the Issuer as follows:

Section 1. The form, terms, and provision of the Municipal Lease Agreement by and between the TOWN OF NOLENSVILLE, TENNESSEE, as Lessee and FIRST FARMERS AND MERCHANTS NATIONAL BANK, as Lessor, dated the ____ day of J ____, 2004, with a term of **THREE years** and payments in the amount of **\$19883.17 annually in advance** (such agreement is referred to herein as the Municipal Lease Agreement), are hereby approved, and all the terms, provisions and conditions of the Municipal Lease Agreement are incorporated herein by reference as if set out in this Resolution, and such Municipal Lease Agreement shall constitute a valid and binding obligation of the Issuer.

Section 2. The form, terms and provisions of the Schedule to the Municipal Lease, the Essential Use Letter, the Certificate of Appropriation, the Incumbency Certificate, UCC-1, Bill of Sale, Insurance, Schedule A, Acceptance and Opinion of Counsel (such documents shall be referred to hereinafter as "Peripheral Lease Documents"), are hereby approved, and all the terms, provisions and conditions of the Peripheral Lease Documents are incorporated herein by reference as if set out in the Resolution.

Section 3. The _____ (title), _____ (name), is hereby authorized to execute the Municipal Lease Agreement and any of the Peripheral Lease Documents requiring execution and such person is hereby authorized to take any and all such action and execute such other documents as may be required to carry out and /or give effect to the transaction contemplated by the Municipal Lease Agreement.

Section 4. The Municipal Lease Agreement is hereby designated a "QUALIFIED TAX EXEMPT OBLIGATION". By such term, Issuer intends that the Equipment purchased pursuant to the Municipal Lease Agreement shall be used solely by a governmental entity, and Issuer (and it subordinate entities) shall not issue obligations in excess of \$10,000,000 in this calendar year.

Section 5. This Resolution is made pursuant to the General Statutes of the State of Tennessee.

Section 6. This Resolution shall take effect immediately upon its adoption.

Adopted this the _____ day of _____, 2004.

BY: _____

TITLE: _____

ATTEST:

BY: _____

TITLE: _____